



KANSAS

OFFICE OF THE SECURITIES COMMISSIONER

KATHLEEN SEBELIUS, GOVERNOR
CHRIS BIGGS, COMMISSIONER

FORM D BULLETIN

PROCEDURES FOR COMPLIANCE WITH STATE FILING REQUIREMENTS FOR REGULATION D LIMITED OFFERINGS BEGINNING MARCH 16, 2009

Federal Changes to Form D Filing Requirements:

Since September 15, 2008, the Securities and Exchange Commission (SEC) has accepted electronic filings of Form D. Beginning March 16, 2009, electronic filing is mandatory for all Forms D filed with the SEC. *See* Securities Act Release No. 33-8891 (Feb. 6, 2008), *available at* <http://www.sec.gov/rules/final/2008/33-8891.pdf>. The SEC also adopted revisions to Regulation D and to Form D designed to simplify and restructure information requirements. The new online filing system is accessible from any computer with Internet access.

In order to make an electronic filing on Form D, an issuer will need to obtain an EDGAR access code. EDGAR access codes may be obtained by following the instructions at <https://www.filermanagement.edgarfiling.sec.gov>. For an inexperienced issuer the authentication process should be reviewed in advance of an anticipated filing of Form D because the authorization process could be time consuming.

Kansas Changes to Form D Filing Requirements:

On or after March 16, 2009, if an issuer offers or sells securities in reliance on Rule 504, Rule 505, or Rule 506 of SEC Regulation D, or Section 3(a)(11) of the Securities Act of 1933 and Rule 147, and the issuer intends to claim exemption from registration in Kansas pursuant to K.A.R. 81-5-6 (UOE), K.A.R. 81-5-13 (Accredited Investor Exemption), or K.A.R. 81-5-15 (Rule 506), then the issuer shall file a printed version of the Form D that is available on the SEC website at: <http://www.sec.gov/about/forms/formd.pdf>.

The printed Form D shall be submitted to the Office of the Kansas Securities Commissioner at 618 South Kansas Avenue, Topeka, Kansas 66603-3804. All timely filings shall be submitted with the appropriate filing fee of \$250 payable to the Kansas Securities Commissioner, as required by K.A.R. 81-5-8(a) or K.A.R. 81-5-15(b). The Form D shall be filed no later than 15 calendar days after the first sale of securities in Kansas, unless the 15th day falls on a Saturday, Sunday or holiday, in which case the due date is the first business day following. Late filings under K.A.R. 81-5-15 will be subject to the late filing fee specified in paragraph (b)(2) of that regulation.

Requests for additional information or questions regarding this bulletin may be directed to Kathy Bock at (785) 296-2124.

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